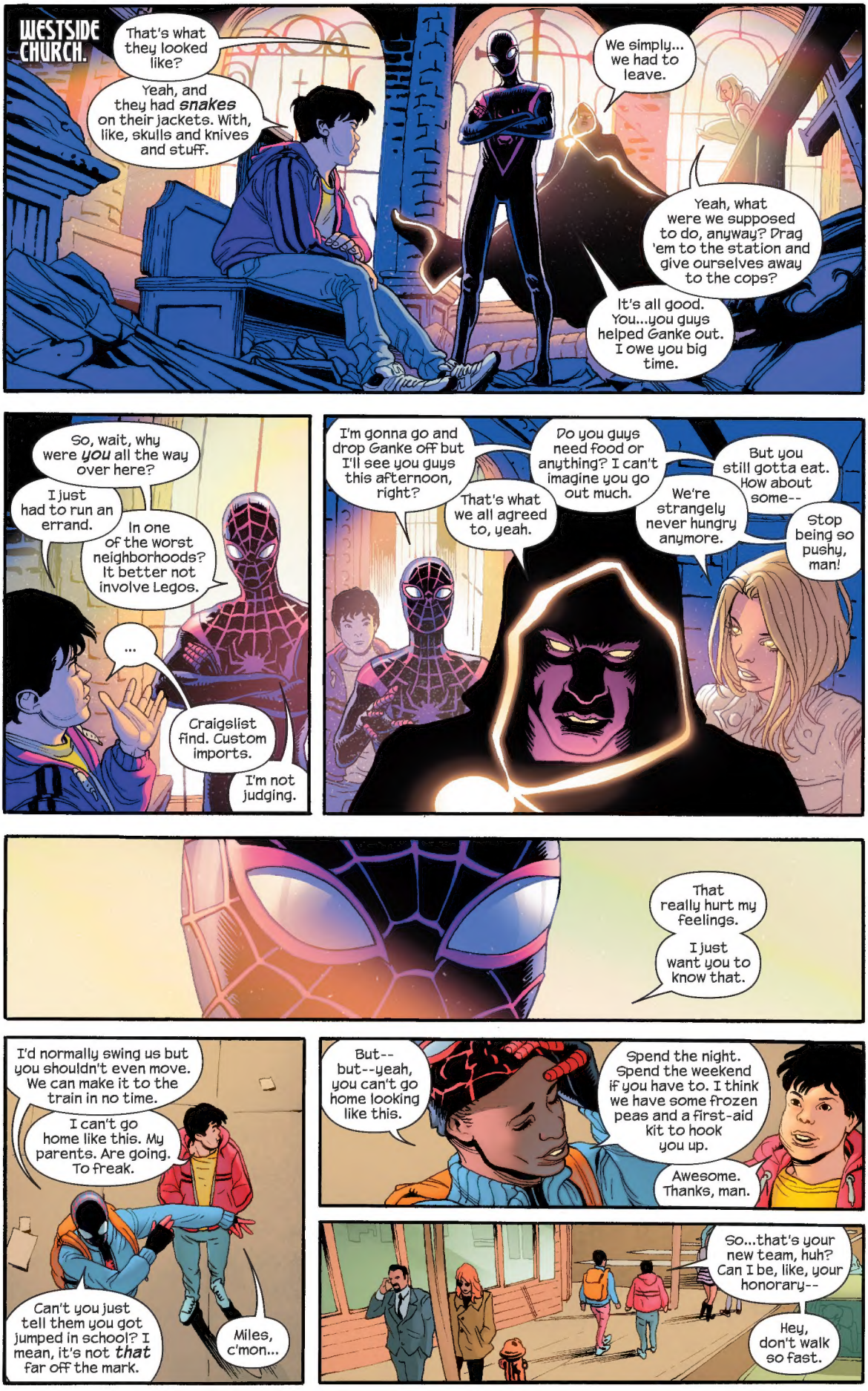
#1
ALL-NEW
ULTIMATES
D.NA
12.2013
ULTIMATE
MARVEL
NOW!
FIFFE
PINNA
WOODARD
001

So...what are we gonna call ourselves?
Spidey 'n' friends.
Don't call me Spidey.
How about something cool and mysterious? Like in another language? Die Spinne!
You don't know what that stands for, do you? Also, enough with the spiders.
I say we keep it simple and just take--
ALL-NEW
ULTIMATES
Bound by the darker side of corporate scientific misconduct, these powerful underdogs are unified by a mission to make their city, and the world, a safer place.
Miles Morales
SPIDER-MAN
CLOAK AND DAGGER
Ty Johnson & Tandy Bowen
SPIDER-WOMAN
Jessica Drew
BOMBSHELL
Lana Baumgartner
POWER FOR POWER

HELL'S KITCHEN, EARLY MORNING.
CITY CAFE
Ganke Lee, Spider-Man's BFF.
Where y'going, baby man?
I'm sorry, what did you sAAHHGHK--
Hey, man, c'mon.
What you carryin' in here?
Think you can just roll onto my street all casual-like? Let's see if we can reach a trade agreement.
Uh, I don't know, I don't know...
What th--? Fin, look.
WHUMP
Stay put.
What's this all the way at the bottom?
I'm actually offended. You, Arnie?
Pff. I was hoping for a laptop, at least. Something valuable.
Wallet and watch, then.
TODAY
50% OFF
ZARRASCHT
No, please, I-- woorhf!

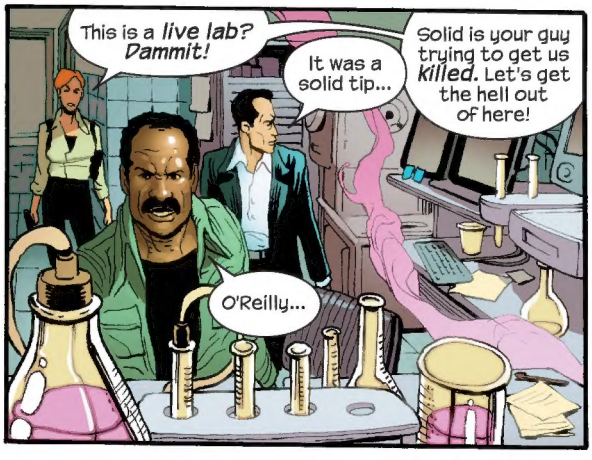
What's a rich nerd doing around here this early?
Rich? Not according to this watch.
So why we even wasting our time with him?
Why'd you--cough--my bag...
FWSHK
GAHH!
Looks like you'll have to use your left hand now.
KRKASCHT
YAAH!
Scratch that.
KRK

Hold up, Arnie! I'll--
What the--?!
No-no-no-- let me go! Let m--
Oufff!
KRRTSCH
Hey, man... try not to move.
We can transport you to a hospital.
H-hey, aren't you...
Cloak and Dagger?
No hospital! Thanks...though... I-I gotta catch the train...
You should go to your doctor, at least.
Hey, it's-- OW--I'm fine, I'm fine.
Been getting out of control. That's the third time this week we've stopped some creeps from--hey, hey, it's okay. You're in shock.
This looks pretty bad, Cloak. We can't just leave him here.
Is there anyone you can call, kid?


WESTSIDE CHURCH.
That's what they looked like?
Yeah, and they had *snakes* on their jackets. With, like, skulls and knives and stuff.
We simply... we had to leave.
Yeah, what were we supposed to do, anyway? Drag 'em to the station and give ourselves away to the cops?
It's all good. You...you guys helped Ganke out. I owe you big time.
So, wait, why were *you* all the way over here?
I just had to run an errand.
In one of the worst neighborhoods? It better not involve Legos.
...
Craigslist find. Custom imports.
I'm not judging.
I'm gonna go and drop Ganke off but I'll see you guys this afternoon, right?
That's what we all agreed to, yeah.
Do you guys need food or anything? I can't imagine you go out much.
We're strangely never hungry anymore.
But you still gotta eat. How about some--
Stop being so pushy, man!
That really hurt my feelings.
I just want you to know that.
I'd normally swing us but you shouldn't even move. We can make it to the train in no time.
I can't go home like this. My parents. Are going. To freak.
Can't you just tell them you got jumped in school? I mean, it's not *that* far off the mark.
Miles, c'mon...
But--but--yeah, you can't go home looking like this.
Spend the night. Spend the weekend if you have to. I think we have some frozen peas and a first-aid kit to hook you up.
Awesome. Thanks, man.
So...that's your new team, huh? Can I be, like, your honorary--
Hey, don't walk so fast.

LOWER EAST SIDE.
260
KT-TROOCHK

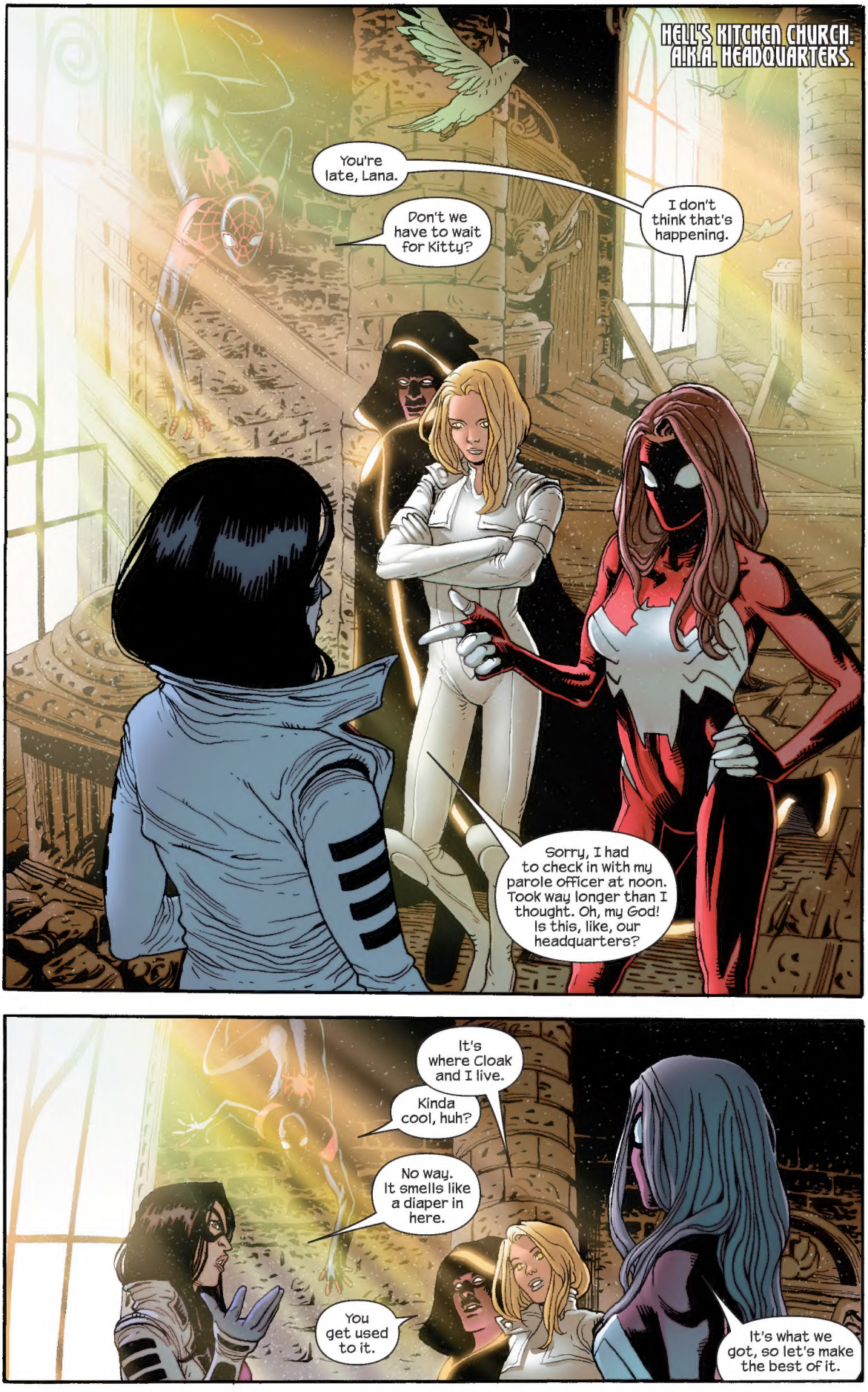
Clear.
Clear. Brooks?
Over here, guys. I--aw, Terry!

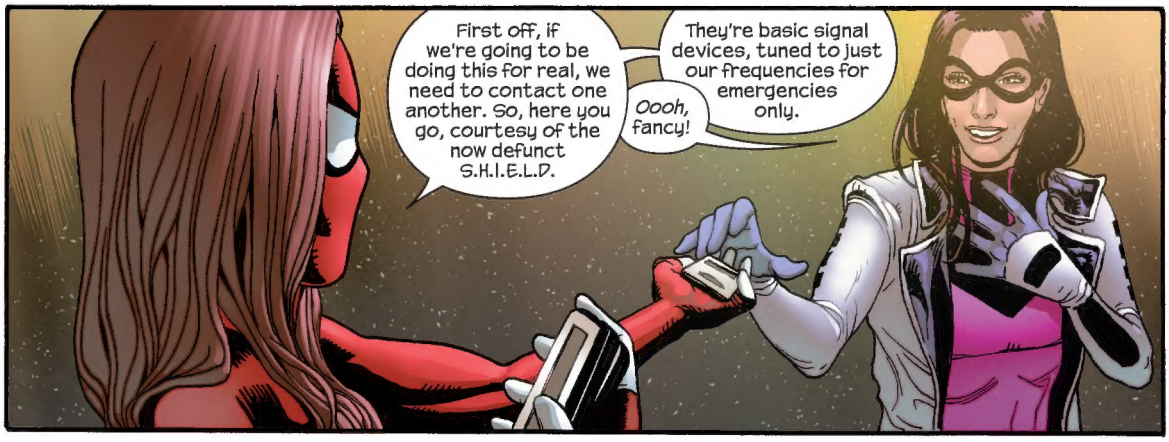

This is a live lab? Dammit!
It was a solid tip...
Solid is your guy trying to get us killed. Let's get the hell out of here!
O'Reilly...

...that's not all there is.

It was supposed to be this guy Stone's apartment. I had no idea that ex-Roxxon loon operated from here. I'm really sorry.
Stop, Terry. No point. It's done.
Our main suspect just bounced but could still be around. Send for a combing unit. Check with Dennis. See how tied up he is.
And get some hazmats up in here, too...

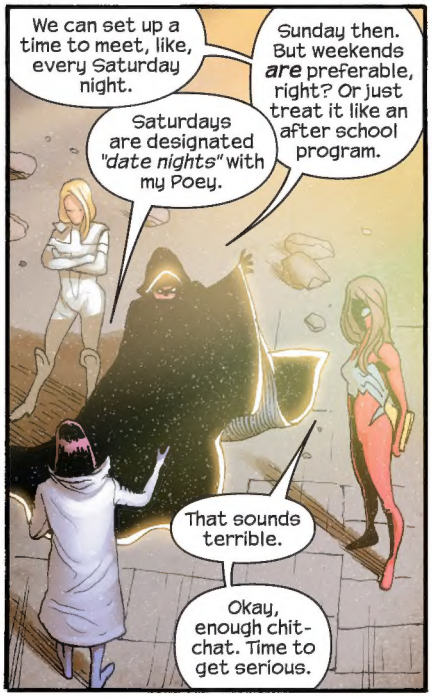
"...they're gonna be working overtime tonight."

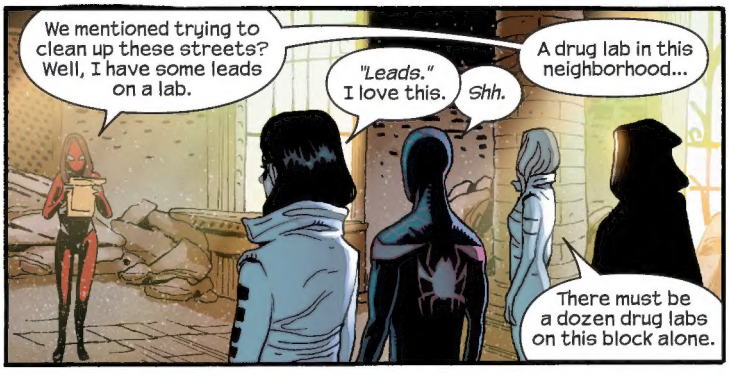

HELL'S KITCHEN CHURCH.
A.K.A. HEADQUARTERS.
You're late, Lana.
Don't we have to wait for Kitty?
I don't think that's happening.
Sorry, I had to check in with my parole officer at noon. Took way longer than I thought. Oh, my God! Is this, like, our headquarters?
It's where Cloak and I live.
Kinda cool, huh?
No way. It smells like a diaper in here.
You get used to it.
It's what we got, so let's make the best of it.

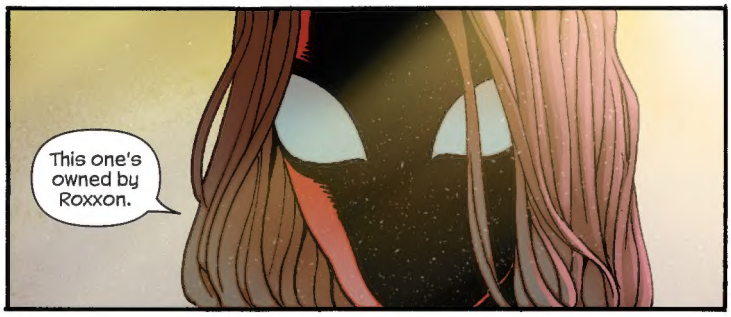

First off, if we're going to be doing this for real, we need to contact one another. So, here you go, courtesy of the now defunct S.H.I.E.L.D.
They're basic signal devices, tuned to just our frequencies for emergencies only.
Oooh, fancy!

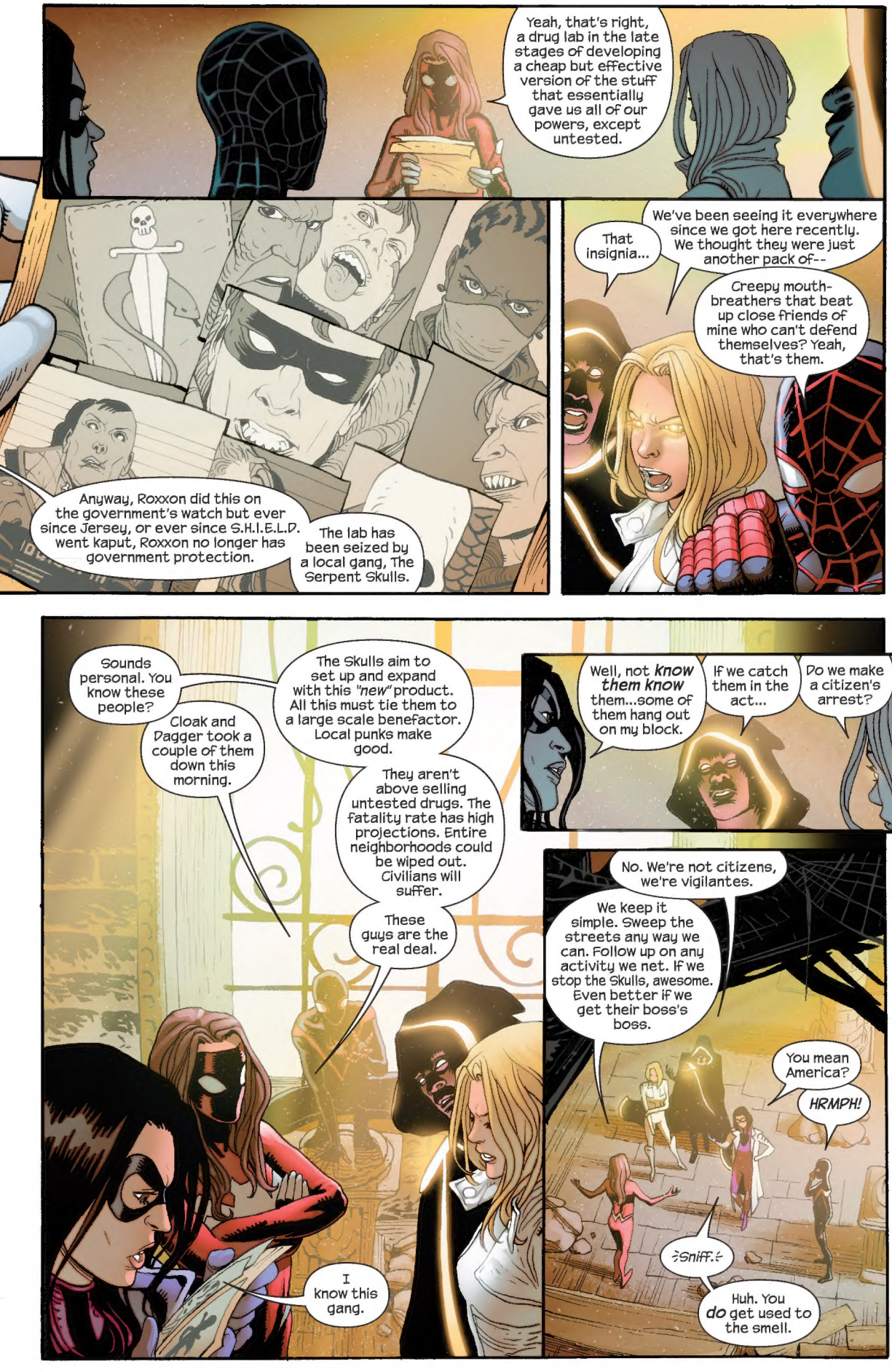
What if we'd like to meet up for, I dunno, training or battle plans or...
Just text.
We don't have phones.
Aghk, right!

I don't think they have family plans for mutated outlaw teenagers presumed dead. I could be wrong, though.
Oh, yeah, you guys are considered dead.
Kinda makes apartment hunting awkward. Maybe this old church isn't so bad, huh?
Don't push it.

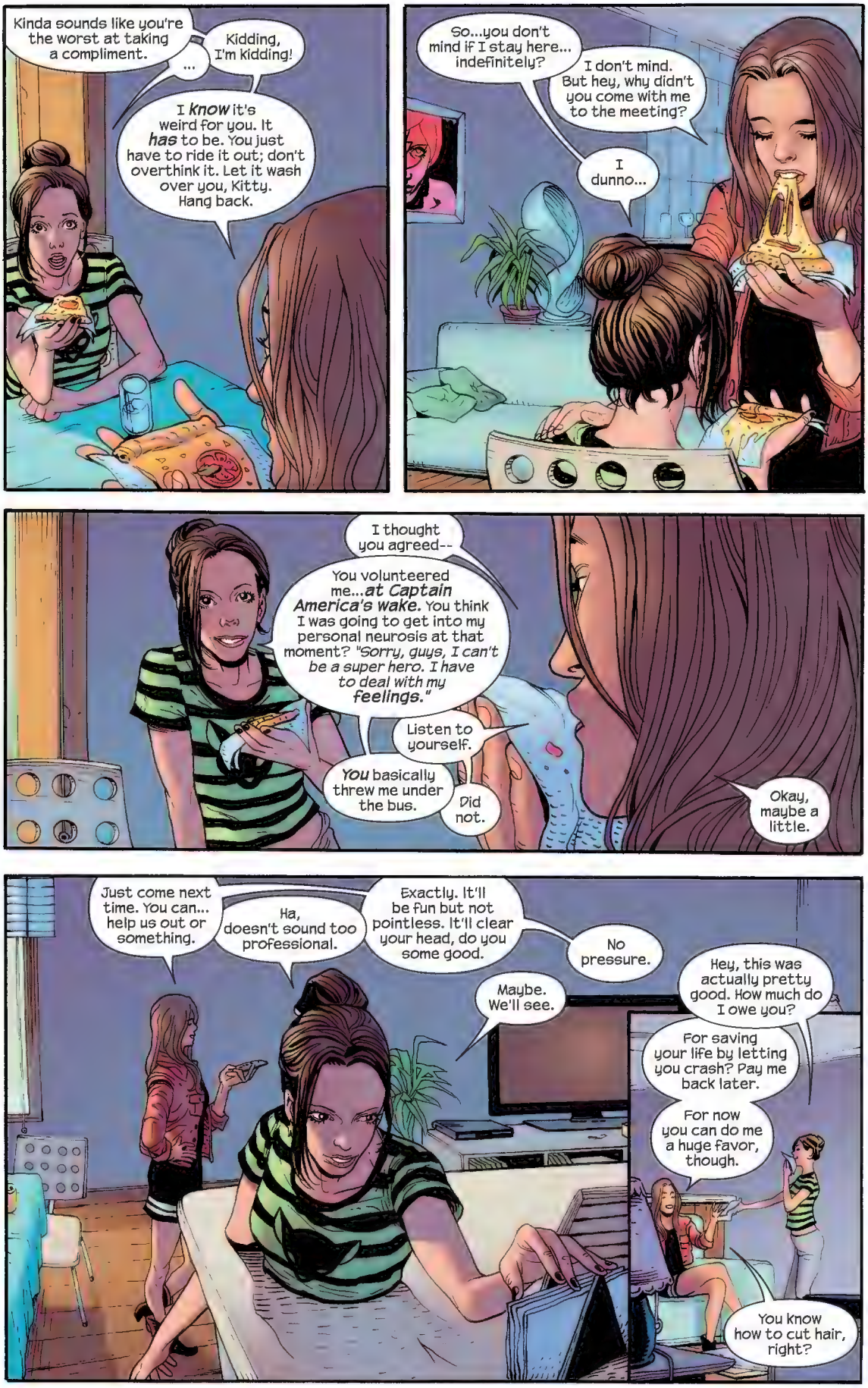

We can set up a time to meet, like, every Saturday night.
Sunday then. But weekends *are* preferable, right? Or just treat it like an after school program.
Saturdays are designated "*date nights*" with my Poey.
That sounds terrible.
Okay, enough chit-chat. Time to get serious.


We mentioned trying to clean up these streets? Well, I have some leads on a lab.
"Leads." I love this.
Shh.
A drug lab in this neighborhood...
There must be a dozen drug labs on this block alone.


This one's owned by Roxxon.


Yeah, that's right, a drug lab in the late stages of developing a cheap but effective version of the stuff that essentially gave us all of our powers, except untested.
Anyway, Roxxon did this on the government's watch but ever since Jersey, or ever since S.H.I.E.L.D. went kaput, Roxxon no longer has government protection.
The lab has been seized by a local gang, The Serpent Skulls.
That insignia...
We've been seeing it everywhere since we got here recently. We thought they were just another pack of--
Creepy mouth-breathers that beat up close friends of mine who can't defend themselves? Yeah, that's them.
Sounds personal. You know these people?
Cloak and Dagger took a couple of them down this morning.
The Skulls aim to set up and expand with this "new" product. All this must tie them to a large scale benefactor. Local punks make good.
They aren't above selling untested drugs. The fatality rate has high projections. Entire neighborhoods could be wiped out. Civilians will suffer.
These guys are the real deal.
I know this gang.
Well, not know them know them...some of them hang out on my block.
If we catch them in the act...
Do we make a citizen's arrest?
No. We're not citizens, we're vigilantes.
We keep it simple. Sweep the streets any way we can. Follow up on any activity we net. If we stop the Skulls, awesome. Even better if we get their boss's boss.
You mean America?
HRMPH!
:Sniff.:
Huh. You do get used to the smell.

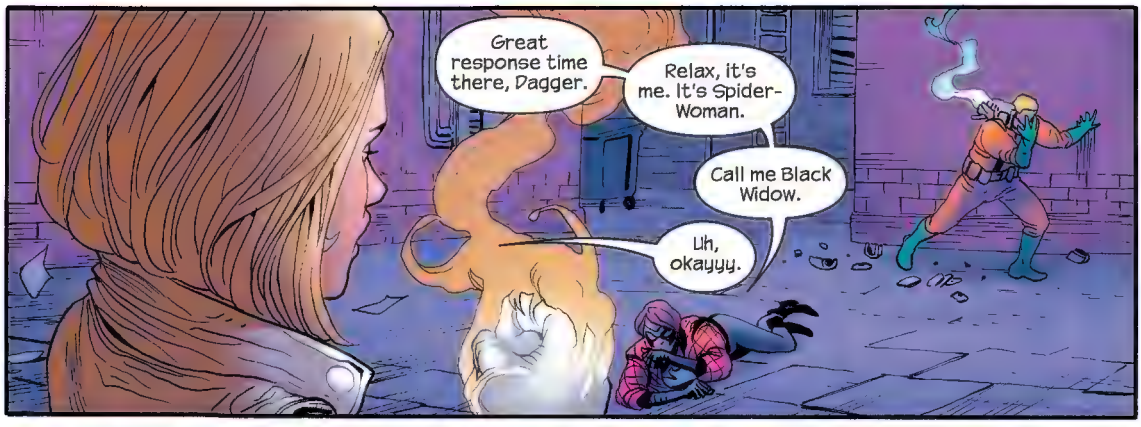
CHELSEA.
...rebel turned hero, a savior in the truest form, Katherine Pryde saved our planet from certain extinction...and no, she can't be reached for comment, Geoffrey.
That's unfortunate, Tessa. No one has seen or heard from the modest Ms. Pryde. It's not every day you drive back a galactic threat single-handedly!
NEW YORK 2001
No mutant correspondents have stepped forward to make a statement on her behalf, either. Sources do confirm that she is still alive.
Wherever she is, we hope for her safety, her well-being and for her speedy return to the public eye.
Kitty Pryde.
Groannnn.
Hellooo?
Oh, my God, Jessica. Pizza?! You're the best.
It's Dollar Pizza, don't get excited. All I could afford with the cash I had on me.
You should write restaurant reviews. How'd the meeting go?
S'okay. I gotta take this leader role and try to make it work. It may be a disaster but whatever. I'm sure it'll be fine.
How've you been? Marathoned any shows?
Spent all afternoon deleting all my online accounts. Complete disconnect.
Why'd you do that?
It's only--look, I've been drowning in calls and e-mails from industry people, agents, bottom-feeders trying to exploit my experience. I can't deal.
I'm not sure what it is, Jessica. It's just super weird, you know?
One day you're despised, you're ridiculed--hunted--but you try to do your best. The deck's stacked against you but you keep standing for what you believe is right... even when the world tells you it's wrong.
Then one day, boom! You save the world and the world loves you for it.
That's how that works.
Yeah, well, the world forgot its hate and I'm supposed to be all smiles?
It's swept up in its own excitement of being alive and part of me just wants to force them to see how warped it all is.

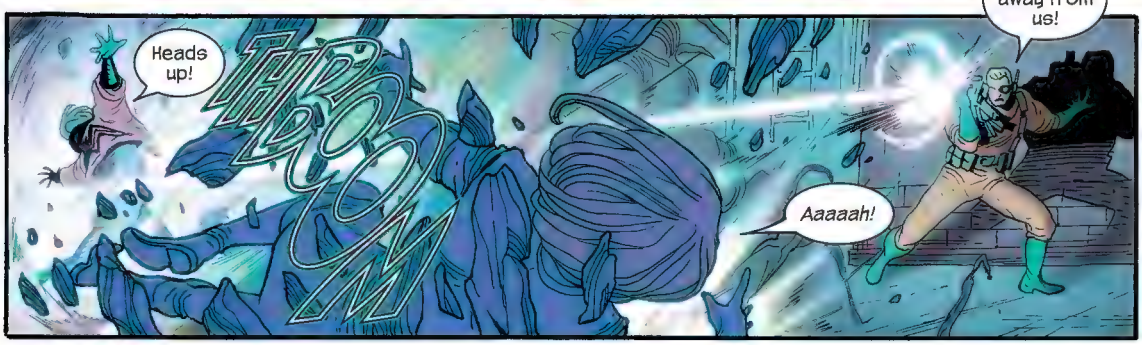

Kinda sounds like you're the worst at taking a compliment.
...
Kidding, I'm kidding!
I *know* it's weird for you. It *has* to be. You just have to ride it out; don't overthink it. Let it wash over you, Kitty. Hang back.
So...you don't mind if I stay here... indefinitely?
I don't mind. But hey, why didn't you come with me to the meeting?
I dunno...
I thought you agreed--
You volunteered me...*at Captain America's wake.* You think I was going to get into my personal neurosis at that moment? *"Sorry, guys, I can't be a super hero. I have to deal with my feelings."*
Listen to yourself.
You basically threw me under the bus.
Did not.
Okay, maybe a little.
Just come next time. You can... help us out or something.
Ha, doesn't sound too professional.
Exactly. It'll be fun but not pointless. It'll clear your head, do you some good.
No pressure.
Maybe. We'll see.
Hey, this was actually pretty good. How much do I owe you?
For saving your life by letting you crash? Pay me back later.
For now you can do me a huge favor, though.
You know how to cut hair, right?

You promised you'd fix me, Stone...I'm feelin' super weird, like something ain't right-gg- and you promised....
HELL'S KITCHEN.
Was it my fault the cops raided my lab mid-procedure? If it wasn't for my lookout kid warning us...
Look, I'm really sorry for what I've done to you, Styx. It got out of control, but now that we're at one of my old Roxxon outposts, I can fix you right here... tonight even!
I deserve this, I guess. I helped you get those other boys but it-gg-didn't go our way, did it, Stone? I let you test on me instead. L-let's get me fixed.
We should have no problem just strolling in and--hey, why's the gate moving? Something's not right.
Time to get *hands-on.*
STATE-FUNDED HOUSING. BOMBSHELL'S HOME.
Stupid, stupid, stupid.
Last time *he* stands me up.
YAHHH
The hell was that--?
LILP!

yyyy--hgghr--h--huhhh
Where's Phillips? Where is the night shift, at least?
You got the--wrong place --
No-no-no--what do I--hold on, think--
Stop, man...don't!
You better work.
I said don't wrRRAGHHHH
That is just so--can't wait, can't wait, can't wait.
Turn down that racket!
THRSHKHKROM
--Explosives heard on 44th and 9th--

Cuh-MON... ahk!
CRASHHK
THWP
Forget it, Styx. Let's go!
Don't tell me you're bailing now, meathead.
KRANCHK
Rrr--I worked hard on that weapons harness!
FWSHK
GAAAH!

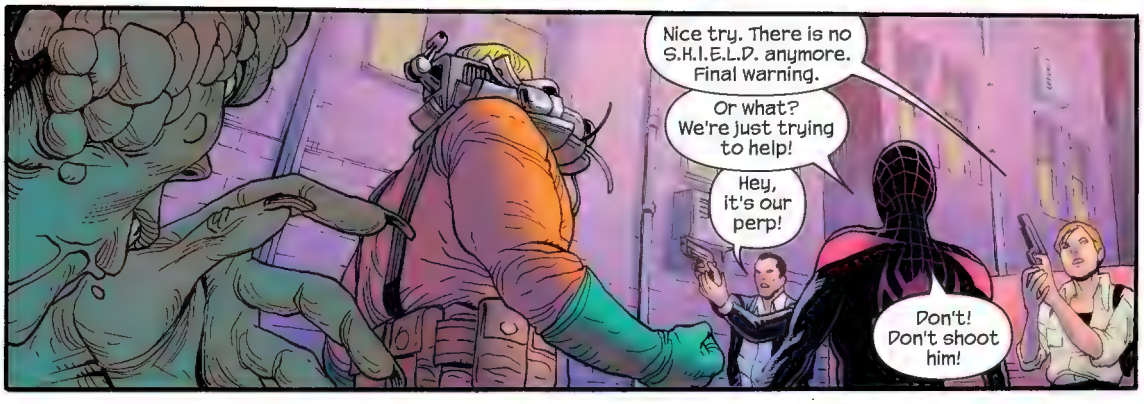



Heads up!
KRRR

Can-can-can't see--st--
--raight, I can'tttt
TRWAPP
Hey, Cloak! Snap out of it, man, we gotta--
FREEZE!

Kids... they're just kids.
All of you, hands behind your head, get on the ground. NOW.
That's Spider-Man.
Can't be too safe.
I said NOW! And stay down.

Don't you think it, you...hey...
Get back, Terry.
Don't shoot! We're with S.H.I.E.L.D.


Nice try. There is no S.H.I.E.L.D. anymore. Final warning.
Or what? We're just trying to help!
Hey, it's our perp!
Don't! Don't shoot him!

Oh, God-- it is...Terry, don't!

C'mon, stop! Don't shoot!

St-- hhhh-one.

STAAAARGGHHH
!
Terry, duck!
BACK! I SAID GET B--
BLAM
BLAM
BLAM
BLAM

It's okay, Terry. It's okay. They're on their way.
ug-- ug--uhhhh-- ghg
It's not as bad as you think it is. Just breathe. That's right, breathe.
Ty? Ty, can you hear me?
Guys, we have to go. We have to get Cloak some help.
We can't just...we can't leave.
Oh, man, that cop--we have to--
THWAK
kuhhg

That wasn't very nice, Fin. You should treat our guests with kindness and consideration and respect.
So what do you say, Diamondback?
There, now we're even.
I say we respect the #$+! out of them.
NEXT: BULLET BAIT

ALL-NEW ULTIMATES

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NOLAN WOODARD - COLOR
VC'S CLAYTON COWLES - LETTERER
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DAN BUCKLEY - PUBLISHER ALAN FINE - EXECUTIVE PRODUCER

Remember, if you want to see YOUR letters live and in print, just send them to ultimateoffice@marvel.com and mark them OKAY TO PRINT!

***The Ultimate Universe** is notorious for being that place where anything could happen, starting when Brian Michael Bendis & Mark Bagley successfully updated **Spider-Man** lore and when Mark Millar & Adam Kubert boiled the **X-Men** down to what originally made them compelling. It was a slow rollout, too, confident in its freshness, functioning as a tight, contained world operating under its own rules. Like the original Marvel Comics - the house that Jack Kirby, Stan Lee and Steve Ditko built - the Ultimate line was easy to engage, unpredictable, and full of possibility. Then Millar, with the help of Bryan Hitch, dropped the **Ultimates** on us. That changed everything; its wave of influence is felt to this day.*

*That's the aesthetic legacy these comics have, groundbreaking but at the core of it, their creators were telling stories that personally thrilled them. That's my intent in writing **All-New Ultimates**.*

*What would thrill me about a comic that featured this specific roster? I was already used to writing and drawing my monthly team book, **Copra**, a comic full of bone-crunching mayhem and psychedelic mercenary misfits. But these Ultimates were young heroes in the making, shell-shocked from global disaster and personal loss. What would I want from them?*

I wanted them to deal with grit through the lens of a world inhabited by super-powered beings. I wanted them to operate by the skin or their teeth and resist authority if they had to and deal with realistic emotional currency, sexual identity, life and death. They aren't government-sponsored gods or monsters, they're not family or an institution for gifted youngsters. They're the underclass, outcasts brought together by a desire to right wrongs. They're extraordinary teenagers struggling to find and maintain their strength in the face of chaos.

*What of their world? New York is still recovering from the **Cataclysm** event. Sure, most of the city seems to be recuperating, but what of those poverty-stricken areas left to rot? Street gangs have gotten younger, vicious, super-powered teen scum, equal parts dangerous and disposable; think the **Warriors** by way of **Taiyo Matsumoto**.*

The Serpent Skulls are top dogs here. Throw in a bloodthirsty vigilante, a white supremacist terrorist group, a crew of hired lady assassins, an endgame nemesis, and what you've got is... well, a comic that thrills me.

*This would all be impossible to tell without a first rate team: Amilcar Pinna's artistic approach has taken a wonderful life of its own. Nolan Woodard stepped in to show us how neon phantasmagoria is done. Clayton Cowles has done a remarkable job of lettering my ode to **Double Dare** and **Deathwish**, with covers by David Nakayama. To paraphrase Daniel Pussey, I'd be nothing without my penciler, inker, colorist, letterer, editors and production staffers. We're all aiming to bring you a comics experience you can't get anywhere else.*

I cannot fail to mention the inspiration I've gotten specifically from the work of Mark Gruenwald. When given the opportunity to pit the Ultimates against some formidable bad-asses, Gruenwald's characters came to mind. I have him and Dwayne McDuffie, Ann Nocenti, Bill Mantlo, Chris Claremont, Don McGregor and Steve Gerber to thank. Amazing visionary storytellers who gave us many smart and beautiful comics. They are Marvel Comics and I am honored to participate in the arena they and their collaborators helped build.

We'd love for you to embrace the title's unique voice and style while finding it to be a worthy spiritual successor to the books that came before. This Ultimate pocket of the universe, these monthly pages, they're ours to carve out and lose ourselves in. Here's hoping you join us for the immersion.

Michel Fiffe
Brooklyn, NY 2014

Illustration by Michel Fiffe

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BLACK MANTA
EMPIRE
FINCH